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RICHMOND LEASING COMPANY
Equipment Trust, Series Seven

BILL OF SALE

THIS CONTRACT, dated as of the 28th day of February, 1975, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and The First National Bank of Fort Worth, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Richmond Leasing Company Equipment Trust, Series 7, dated as of February 1, 1975.

In consideration of \$10 in hand paid, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By

Jim F. Herring
Jim F. Herring, Vice President

(SEAL)

ATTEST:

J. L. Lusk
Secretary

STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared JIM F. HERRING, Vice President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of RICHMOND LEASING COMPANY, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 28th day of February, 1975.

Notary Public in and for
Harris County, T E X A S

EXHIBIT A

RICHMOND LEASING COMPANY

EQUIPMENT TRUST, SERIES 7

<u>Lessee</u>	<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Maximum Cost</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
Uval Corporation	5	DOT111A100W3	13,500	RTMX 3295 thru 3299	\$141,500	180 Mo.	Oct. 1974	\$ 1,410
Occidental Petroleum Corporation	40	DOT111A100W3	13,500	RTMX 3300 thru 3339	\$1,327,960	144 Mo.	Feb. 1975	\$11,280

EXHIBIT B

EXISTING LEASES

1. Tank Car Lease and Service Contract dated April 1, 1974 between Richmond Leasing Company and Duval Corporation, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	13,500 Gallons DOT111A100W3	RTMX 3295 thru 3299

2. Tank Car Lease and Service Contract dated January 24, 1975 between Richmond Leasing Company and Occidental Chemical Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
100	13,500 Gallons DOT111A100W3	RTMX 3300 thru 3399